

**McGLINCHEY STAFFORD**  
LAW OFFICES  
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS  
HOUSTON  
BATON ROUGE  
JACKSON  
LAKE PROVIDENCE

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DALLAS, TX 75207  
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FAX (214) 860-9750  
DIRECT DIAL:

May 27, 1998

RECORDATION NO. 18075-BB CC DD

FILED EE

MAY 28 '98

2-38 PM

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Secretary  
Surface Transportation Board  
1925 K Street, Room 704  
Washington, D.C. 20036  
Attention: Recordation

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 10, Seventh Supplement)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Seventh Supplement to Equipment Trust Agreement, a primary document, dated as of May 22, 1998, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated May 22, 1998, between the Company ("Assignor") and the Bank, as Trustee ("Assignee"); and
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated May 22, 1998, between the Company ("Seller") and the Bank, as Trustee ("Buyer").
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated May 22, 1998, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Seventh Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of December 30, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075 on December 31, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 18075-A and 18075-B, respectively; the Third Supplement to Equipment Trust Agreement dated as of March 25, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075-J on March 28, 1994, along with Assignment and Bill of Sale under Recordation Nos. 18075-K and 18075-L, respectively; and the Fourth Supplement to Equipment Trust Agreement dated as of September 25, 1995, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075-N on September 25, 1995, along with Assignment and Bill of Sale under Recordation Nos. 18075-O and 18075-P, respectively; and the Fifth Supplement to Equipment Trust

Agreement dated as of August 27, 1996, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075-U on September 3, 1996, along with Assignment and Bill of Sale under Recordation Nos. 18075-V and 18075-W, respectively; and the Sixth Supplement to Equipment Trust Agreement dated as of December 19, 1997, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075-X on December 31, 1997, along with Assignment and Bill of Sale under Recordation Nos. 18075-Y and 18075-Z, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to the railcars and the leases thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to Trinity Industries Leasing Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay, 21st Floor, New York, New York 10286.

The railroad equipment covered by the Seventh Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$104.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Seventh Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Seventh Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Seventh Supplement to Equipment Trust Agreement, a primary document, dated as of May 22, 1998, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Eighty Seven (87) railroad cars, and (ii) Assignment, a primary document, dated May 22, 1998, between the Company (as Assignor), and the Bank, as Trustee, and covering various railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated May 22, 1998, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Seventh Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated May 22, 1998, between The Bank, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various

railroad cars, and connected to the Equipment Trust Agreement referred to in paragraph A, above.

Very truly yours,



Richard A. Fogel

Enclosures

EXHIBIT A

1. Railroad Car Lease Agreement, dated September 27, 1996, between Trinity Industries Leasing Company and Air Liquide America Corporation covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	20,110 Gal. 105A500W Tank Cars	TILX 400406-400409

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

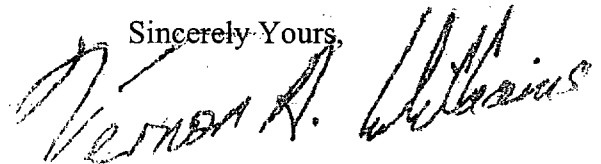
DATE: 5/28/98

Richard A. Fogel  
McGlinchey Stafford  
2777 Stemmons Freeway, Ste. 925  
Dallas, Texas 75207

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3(c), on 5/28/98 at 2:38PM, and  
assigned recordation number(s). 16017-NNNN, 16017-OOOO, 16017-PPPP, 16017-QQQQ,  
17520-FFF, 17520-GGG, 17520-HHH, 17520-III,  
~~18075-BB, 18075-CC, 18075-DD, 18075-EE, 18275-AA,~~  
18275-BB, 18275-CC and 18275-DD

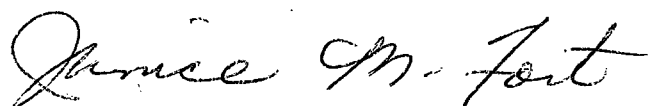
Sincerely Yours,



Vernon A. Williams

Enclosure(s)  
4.16.00

\$-----The amount indicated at the left has been received in payment of a fee in  
connection with a document filed on the date shown. This receipt is issued for the amount  
paid. In the event of an error or any questions concerning this fee, you will receive a  
notification after the Surface Transportation Board has an opportunity to examine your  
document.



TRINITY INDUSTRIES LEASING COMPANY

Equipment Trust, Series 10

Bill of Sale

(Series 10-7)  
RECORDATION NO. 18075-22 FILED

MAY 28 '98

2-38 PM

THIS AGREEMENT, dated the 22nd day of May, 1998, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and The Bank of New York, a New York banking association, as Trustee (hereinafter called "Buyer"), as contemplated by the Seventh Supplement to Equipment Trust Agreement dated as of May 22, 1998, supplementing and amending the Equipment Trust Agreement dated as of December 30, 1992 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH:

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The railroad cars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By: Neil O. Shoop  
Neil O. Shoop  
Treasurer

[SEAL]

ATTEST:

[Signature]  
Secretary

STATE OF TEXAS

§  
§  
§

COUNTY OF DALLAS

On this 22nd day of May, 1998 before me, personally appeared Neil O. Shoop, to me personally known, who being by me duly sworn, says that he is the Treasurer of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Signature of Notary Public

My Commission Expires

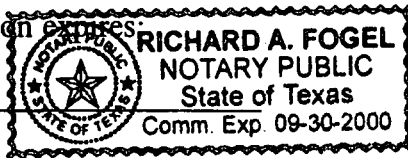


EXHIBIT A

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<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	20,110 Gal. 105A500W Tank Cars	TILX 400406-400409



EXHIBIT B  
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
4 Tank Cars	105A500W	20,110 Gal.	TILX 400406-400409	03/97